

**Objection Deadline: July 30, 2013 at 4:00 p.m. (Prevailing Eastern Time)**

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*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**NOTICE OF FILING OF LEWIS KRUGER'S FIFTH MONTHLY FEE REPORT  
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
FROM JUNE 1, 2013 THROUGH JUNE 30, 2013**

**PLEASE TAKE NOTICE** that pursuant to the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103] entered by the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Lewis Kruger is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Mr. Kruger's capacity as Chief Restructuring Officer in the above-captioned chapter 11 cases of Residential Capital, LLC and its affiliated debtors (collectively, the "Debtors"). Attached hereto as

Exhibit 1 is Mr. Kruger's fifth monthly fee report for the period from June 1, 2013 through June 30, 2013 (the "Monthly Fee Report").

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **July 30, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi, Jennifer Marines and Meryl L. Rothchild); (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention: Ken Ziman & Jonathan H. Hofer);

(h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Greg Horowitz); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

**PLEASE TAKE FURTHER NOTICE** that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: July 10, 2013  
New York, New York

Respectfully submitted,

/s/ Gary S. Lee

Gary S. Lee  
Lorenzo Marinuzzi  
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*Counsel for the Debtors and  
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**Exhibit 1**

# RESCAP

July 10, 2013

Re: Mr. Kruger (Monthly Fee Report)


In accordance with the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103], annexed herewith is the billing report of Lewis Kruger covering the period from June 1, 2013 to June 30, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Mr. Kruger seeks payment of \$136,935.00 for professional services rendered, and \$74.50 for expense reimbursements for this period.

The professional services rendered by Mr. Kruger and so covered by this Monthly Fee Report include:

- Advise the Debtors in connection with the formulation and structuring of plan-related documents, such as the Disclosure Statement and chapter 11 Plan, and a certain settlement agreement and stipulation between the Debtors and FGIC, as well as analyze objections to the Plan Support Agreement and provide assistance to the Debtors in their preparation of responses thereto;
- Engage in discussions with the Debtors, the Mediator, the Creditors' Committee, and other parties in interest to discuss the direction and progress of plan settlement negotiations between the Debtors and Mediation Parties, including mediation efforts and negotiations with the Junior Secured Noteholders and the FHFA;
- Guide discussions between the Debtors' respective professionals, the Creditors' Committee, and other parties in interest in connection with claims administration, including the treatment of claims asserted by the Junior Secured Noteholders and potential litigation in connection therewith, advise on the proposed Federal Reserve Board ("FRB") stipulations in connection with a FRB settlement, and analyze materials with respect to treatment of other categories of claims;
- Lead discussions with the Debtors' professionals and respective management teams to review the status of and oversee the estate management plan, monitor asset disposition, and manage other issues relating to the Company's board and directors in an effort to administer the Debtors' resources effectively and efficiently throughout the chapter 11 process; and
- Review and analyze the examiner's report.

Attached please find: (i) a summary of hours devoted and amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit A; (ii) a description of professional services and/or tasks comprising each project category to which Mr. Kruger expended time and for which he seeks compensation, annexed hereto as Exhibit B; and (iii) a detailed list of expenses incurred in connection with these chapter 11 cases for which Mr. Kruger seeks reimbursement, annexed hereto as Exhibit C. Detailed time entries are available for review upon request.

Very truly yours,

  
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Tammy Hamzehpour  
Chief Business Officer

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**Residential Capital, LLC**

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Fort Washington, PA 19034  
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**EXHIBIT A**

**Monthly Fee Report  
June 1, 2013 – June 30, 2013**

<b>Project Category</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
1 - Plan Mediation	11.0	\$ 895.00	\$ 9,845.00
2 - Plan – General	88.0	\$ 895.00	\$ 78,760.00
3 - RMBS Settlement	0.0	\$ 895.00	\$ —
4 - Claims Management	18.0	\$ 895.00	\$ 16,110.00
5 – Hearings	14.0	\$ 895.00	\$ 12,530.00
6 - Estate Management	22.0	\$ 895.00	\$ 19,690.00
<b>TOTAL</b>	<b>153.0</b>		<b>\$ 136,935.00</b>

**EXHIBIT B**

**Project Category Descriptions**

<b>Project Category</b>	<b>Services Provided / Task Description</b>
1 - Plan Mediation	Communicating and meeting with the Mediator to discuss direction and progress of plan settlement negotiations between the Debtors and Mediation Parties, including mediation efforts and negotiations with the Junior Secured Noteholders and the FHFA, and participating in series of internal meetings and negotiation sessions in connection therewith.
2 - Plan - General	Assisting the Debtors in reviewing plan-related documents, such as the Disclosure Statement and chapter 11 Plan, and advising on the formulation and structuring of the same, as well as a certain settlement agreement and stipulation with FGIC and the Kruger declaration in connection therewith, reviewing and finalizing a revised confidentiality agreement between the Debtors and the Junior Secured Noteholders, analyzing objections to the Plan Support Agreement and reservation of rights in connection therewith, and assisting the Debtors in their preparation of responses thereto, as well as review and analyze the examiner's report.
3 - RMBS Settlement	N/A
4 - Claims Management	Meeting with the Debtors' respective professionals in connection with claims administration, including analyses in connection with claims asserted by the Junior Secured Noteholders and potential litigation in connection therewith, reviewing and advising on proposed Federal Reserve Board (" <u>FRB</u> ") stipulations in connection with a FRB settlement, and analyzing materials with respect to treatment of security claims and borrower claims.
5 - Hearings	Preparing for and attending hearings and a Chambers conference.
6 - Estate Management	Participating in discussions with the Debtors' professionals and respective management teams to review the status of and oversee the estate management plan, monitor asset disposition, cost control, and issues relating to the Company's board and directors, including its composition, and discuss the same with the Creditors' Committee and the Debtors' advisors in an effort to manage the Debtors' resources effectively and efficiently throughout the chapter 11 process.

**EXHIBIT C**

**Expense Detail**

<b>TRANSPORTATION</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
6/3/2013	\$ 13.00	Cab from home to MoFo.
5/13/2013	\$ 12.50	Cab home from MoFo.
5/22/2013	\$ 23.50	Cab from Court to MoFo.
5/22/2013	\$ 13.00	Cab from MoFo to home.
5/23/2013	\$ 12.50	Cab from MoFo to home.
<b>TOTAL:</b>	<b>\$ 74.50</b>	
<b>MEALS</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
N/A	N/A	N/A
<b>COPIES; TELEPHONE CHARGES</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
N/A	N/A	N/A
<b>MISCELLANEOUS</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
N/A	N/A	N/A
<b>JUNE EXPENSE TOTAL:</b>	<b>\$ 74.50</b>	